

Exhibit 7

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As filed with the Securities and Exchange Commission on July 19, 2010

Registration No. 333-166854

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**PRE-EFFECTIVE AMENDMENT NO. 1
ON
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Tibet Pharmaceuticals, Inc.
(formerly Shangri-La Tibetan Pharmaceuticals, Inc.)
(Exact Name of Registrant as Specified in its Charter)

British Virgin Islands
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)

Not applicable
(I.R.S. Employer
Identification Number)

**53 Niwang Rd
Shangri-La County, Diqing,
Yunnan Province, China 674400
(+86) 887 823 2158**
(Address, including zip code, and telephone number,
including area code, of principal executive offices)

**CT Corporation System
111 Eighth Avenue
New York, New York 10011
(800) 624-0909**
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies to:

**Bradley A. Haneberg, Esq.
Anthony W. Basch, Esq.
Christopher J. Mugel, Esq.
Kaufman & Canoles, P.C.
Three James Center, 1051 East Cary Street, 12th Floor
Richmond, Virginia 23219
(804) 771-5700 – telephone
(804) 771-5777 – facsimile**

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to such Section 8(a), may determine.

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EXPLANATORY NOTE

This registration statement contains a prospectus to be used in connection with the initial public offering of up to 1,875,000 of the registrant's ordinary shares on a best-efforts, minimum/maximum basis through the Placement Agent named on the cover page of that prospectus (the "IPO Prospectus"). In addition, the registrant is registering on this registration statement the resale of up to 354,375 ordinary shares (the "Registrable Securities") held by selling shareholders. Consequently, this registration statement contains a second prospectus to cover these possible resales (the "Resale Prospectus") by certain of the registrant's shareholders named under the Resale Prospectus (the "selling shareholders"). The IPO Prospectus and the Resale Prospectus are substantively identical, except for the following principal points:

- they contain different front and rear covers (including table of contents);
- they contain different Offering sections in the Prospectus Summary section beginning on page 1;
- they contain different Use of Proceeds sections on page 41;
- the Dilution section is deleted from the Resale Prospectus on page 46;
- a Selling Shareholders section is included in the Resale Prospectus beginning on page 46;
- references in the IPO Prospectus to the Resale Prospectus will be deleted from the Resale Prospectus; and
- the Placement section from the IPO Prospectus on page 104 is deleted from the Resale Prospectus and a Plan of Distribution is inserted in its place.

The registrant has included in this Registration Statement, after the financial statements, alternate pages to reflect the foregoing differences.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JULY 19, 2010



TIBET PHARMACEUTICALS, INC.

Minimum Offering: 1,500,000 Ordinary Shares

Maximum Offering: 1,875,000 Ordinary Shares

This is the initial public offering of Tibet Pharmaceutical, Inc., a British Virgin Islands company. We are offering a minimum of 1,500,000 and a maximum of 1,875,000 our ordinary shares. None of our officers, directors or affiliates may purchase shares in this offering.

We expect that the offering price will be between \$7.50 and \$8.50 per ordinary share. No public market currently exists for our ordinary shares. The offering price will be determined by the Placement Agent and the Company taking into account apparent demand for the ordinary shares, financial market conditions, market conditions for the Company, and other considerations as deemed to be relevant. We have applied for approval for quotation on the NASDAQ Global Market under the symbol "TBET" for the ordinary shares we are offering. We believe that upon the completion of the offering contemplated by this prospectus, we will meet the standards for listing on the NASDAQ Global Market.

Investing in these ordinary shares involves significant risks. See "[Risk Factors](#)" beginning on page 12 of this prospectus.

	<u>Per Ordinary Share</u>	<u>Minimum Offering</u>	<u>Maximum Offering</u>
Assumed public offering price	\$ 8.00	\$ 12,000,000	\$ 15,000,000
Placement discount	\$ 0.56	\$ 840,000	\$ 1,056,000
Proceeds to us, before expenses	\$ 7.44	\$ 11,160,000	\$ 13,950,000

We expect our total cash expenses for this offering to be approximately \$600,000, exclusive of the above commissions. In addition, we will pay the Placement Agent a non-accountable expense allowance of 1% of the amount of the offering, or \$150,000 (maximum offering, exclusive of shares registered under Rule 462(b)) or \$120,000 (minimum offering). The Placement Agent must sell the minimum number of securities offered (1,500,000 ordinary shares) if any are sold. The Placement Agent is required to use only its best efforts to sell the securities offered. The offering will terminate upon the earlier of: (i) a date mutually acceptable to us and our Placement Agent after which the minimum offering is sold or (ii) October 31, 2010. Until we sell at least 1,500,000 ordinary shares, all investor funds will be held in an escrow account at SunTrust Bank, Richmond, Virginia. If we do not sell at least 1,500,000 ordinary shares by October 31, 2010, all funds will be promptly returned to investors (within one business day) without interest or deduction. If we complete this offering, net proceeds will be delivered to our company on the closing date. We will not be able to use such proceeds in China, however, until we complete certain remittance procedures in China. If we complete this offering, then on the closing date, we will issue ordinary shares to investors in the offering and Placement Agent Warrants to our Placement Agent exercisable at a rate of one warrant per share to purchase up to 10% of the aggregate number of Ordinary Shares sold in this offering.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

**Anderson & Strudwick,
Incorporated**

Prospectus dated , 2010

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Table of Contents**Management****Directors and Executive Officers**

The following table sets forth our executive officers and directors, their ages and the positions held by them:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Appointed</u>
Mr. Hong Yu ⁽¹⁾	50	Chairman of the Board and Director	2010
Mr. Taylor Z. Guo ⁽¹⁾	38	Chief Executive Officer, Director	2010
Ms. Sabrina Y. Ren ⁽¹⁾	38	Chief Financial Officer	2010
Dr. Wenbo Chen ⁽¹⁾	74	Independent Director	2010
Mr. Youhang Peng ^(1)	48	Independent Director	2010
Mr. Solomon Chen ^(1)	33	Independent Director	2010

⁽¹⁾ The business address for each of Mr. Yu, Mr. Guo, Ms. Ren, Dr. Chen, Mr. Peng and Mr. Chen is: 53 Niwang Road, Shangri-La County, Yunnan Province, China

Mr. Hong Yu. Mr. Yu has served as the chair of our board of directors since April 2010. Mr. Yu is the founder of YSTP, and has also serves as the chairman of its board of directors and previously serves as its General Manager (roughly equivalent to Chief Executive Officer) from 2000 until mid-2009. Mr. Yu holds a MBA from Yunnan Finance and Trade Institute. Mr. Yu was nominated as a director for his knowledge with Tibetan culture and medicine and his leadership of our company.

Mr. Taylor Z. Guo. Mr. Guo has served as a director and our CEO since 2010; he also has served as the General Manager (or CEO) of YSTP since mid-2009. From 2004 to 2009, Mr. Guo was director of Bao-Wei Electronics Limited. Mr. Guo holds a bachelor degree from Dalian University of Technology and a MBA from University of Minnesota. Mr. Guo was nominated as a director because of his operating and management experience.

Ms. Sabrina Y. Ren has served as our Chief Financial Officer since 2010; she serves in the same position for YSTP. From 2000 through 2009, she worked for Yunnan Kangle Pharmaceuticals Co., Ltd. Ms. Ren holds a bachelor degree of Accounting from Henan Financial Institute. Ms. Ren has been retained because of her significant finance and accounting experience, especially in pharmaceutical companies.

Dr. Wenbo Chen. Dr. Chen has served as an independent Director since April 2010. Dr. Chen has been chairman and chief physician of Beijing Medical Center of Famous Physicians since 1993, professor of Beijing University of Chinese Medicine since 1990. Dr. Chen also serves as director of China Geriatric Association and director of Beijing Association of Chinese Medicine. From 1981 through 1998, Dr. Chen was dean and president of Beijing Gulou (Drum Tower) Hospital of Chinese Medicine. Dr. Chen is recognized as a national level expert in traditional Chinese medicine. He was awarded "China's 100 Top Doctors in Traditional Chinese Medicine", and enjoys government special allowance issued to him by China Department of State. Dr. Chen has published many books, research papers, and articles. He was the editor for the Journal of Traditional Chinese Medicine. Dr. Chen was nominated as a director because of his outstanding industry knowledge and reputation.

Mr. Youhang Peng. Mr. Peng has served as an independent Director since April 2010. Since 2004, Mr. Peng has been the Senior Managing Director of Caybridge International, Inc., whose principal address is in Coppell, Texas. Mr. Peng holds a bachelor degree from Tsinghua University and a master degree from University of California at Davis. Mr. Peng was nominated as an independent director because of his experience in capital markets.

Mr. Solomon Chen. Mr. Chen has served as an independent Director since April 2010. Since 2004, Mr. Chen has been audit manager of Deloitte Touche Tohmatsu CPA (Shenzhen). Mr. Chen holds a bachelor degree from Xiamen University. Mr. Chen is a Certified Public Accountant (China) and a Certified Tax Accountant (China). Mr. Chen serves as our Audit Committee financial expert. Mr. Chen was nominated as an independent director because of his experience in audit, accounting, internal control review, and transactional advisory experience in merger and acquisitions.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the People's Republic of China, on the 19th day of July, 2010.

TIBET PHARMACEUTICALS, INC.

/s/ TAYLOR Z. GUO

Taylor Z. Guo
Chief Executive Officer
(Principal Executive Officer)

Date: July 19, 2010

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Hong Yu	Chairman of the Board of Directors	July 19, 2010
/s/ TAYLOR Z. GUO _____ Taylor Z. Guo	Chief Executive Officer, Director (Principal Executive Officer)	July 19, 2010
/s/ SABRINA Y. REN _____ Sabrina Y. Ren	Chief Financial Officer (Principal Accounting and Financial Officer)	July 19, 2010
* _____ Dr. Wenbo Chen	Director	July 19, 2010
* _____ Youhang Peng	Director	July 19, 2010
* _____ Solomon Chen	Director	July 19, 2010

*by: /s/ TAYLOR Z. GUO

Taylor Z. Guo, Atty in Fact

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As filed with the Securities and Exchange Commission on August 13, 2010

Registration No. 333-166854

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**PRE-EFFECTIVE AMENDMENT NO. 2
ON
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Tibet Pharmaceuticals, Inc.

(formerly Shangri-La Tibetan Pharmaceuticals, Inc.)
(Exact Name of Registrant as Specified in its Charter)

British Virgin Islands
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)

Not applicable
(I.R.S. Employer
Identification Number)

**53 Niwang Rd
Shangri-La County, Diqing,
Yunnan Province, China 674400
(+86) 887 823 2158**
(Address, including zip code, and telephone number,
including area code, of principal executive offices)

**CT Corporation System
111 Eighth Avenue
New York, New York 10011
(800) 624-0909**
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies to:

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to such Section 8(a), may determine.

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SUBJECT TO COMPLETION, DATED AUGUST 13, 2010



TIBET PHARMACEUTICALS, INC.

Minimum Offering: 1,500,000 Common Shares

Maximum Offering: 1,875,000 Common Shares

This is the initial public offering of Tibet Pharmaceuticals, Inc., a British Virgin Islands company. We are offering a minimum of 1,500,000 and a maximum of 1,875,000 our common shares. None of our officers, directors or affiliates may purchase shares in this offering.

We expect that the offering price will be between \$7.50 and \$8.50 per common share. No public market currently exists for our common shares. The offering price will be determined by the Placement Agent and the Company taking into account apparent demand for the common shares, financial market conditions, market conditions for the Company, and other considerations as deemed to be relevant. We have applied for approval for quotation on the NASDAQ Global Market under the symbol "TBET" for the common shares we are offering. We believe that upon the completion of the offering contemplated by this prospectus, we will meet the standards for listing on the NASDAQ Global Market.

Investing in these common shares involves significant risks. See "[Risk Factors](#)" beginning on page 12 of this prospectus.

	<u>Per Common Share</u>	<u>Minimum Offering</u>	<u>Maximum Offering</u>
Assumed public offering price	\$ 8.00	\$ 12,000,000	\$ 15,000,000
Placement discount	\$ 0.56	\$ 840,000	\$ 1,056,000
Proceeds to us, before expenses	\$ 7.44	\$ 11,160,000	\$ 13,950,000

We expect our total cash expenses for this offering to be approximately \$600,000, exclusive of the above commissions. In addition, we will pay the Placement Agent a non-accountable expense allowance of 1% of the amount of the offering, or \$150,000 (maximum offering, exclusive of shares registered under Rule 462(b)) or \$120,000 (minimum offering). The Placement Agent must sell the minimum number of securities offered (1,500,000 common shares) if any are sold. The Placement Agent is required to use only its best efforts to sell the securities offered. The offering will terminate upon the earlier of: (i) a date mutually acceptable to us and our Placement Agent after which the minimum offering is sold or (ii) October 31, 2010. Until we sell at least 1,500,000 common shares, all investor funds will be held in an escrow account at SunTrust Bank, Richmond, Virginia. If we do not sell at least 1,500,000 common shares by October 31, 2010, all funds will be promptly returned to investors (within one business day) without interest or deduction. If we complete this offering, net proceeds will be delivered to our company on the closing date. We will not be able to use such proceeds in China, however, until we complete certain remittance procedures in China. If we complete this offering, then on the closing date, we will issue common shares to investors in the offering and Placement Agent Warrants to our Placement Agent exercisable at a rate of one warrant per share to purchase up to 10% of the aggregate number of Common Shares sold in this offering.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

**Anderson & Strudwick,
Incorporated**

Prospectus dated , 2010

PDF011

Table of Contents**Management****Directors and Executive Officers**

The following table sets forth our executive officers and directors, their ages and the positions held by them:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Appointed</u>
Mr. Hong Yu ⁽¹⁾	50	Chairman of the Board and Director	2010
Mr. Taylor Z. Guo ⁽¹⁾	38	Chief Executive Officer, Director	2010
Ms. Sabrina Y. Ren ⁽¹⁾	38	Chief Financial Officer	2010
Dr. Wenbo Chen ⁽¹⁾	74	Independent Director	2010
Mr. Youhang Peng ^(1)	48	Independent Director	2010
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⁽¹⁾ The business address for each of Mr. Yu, Mr. Guo, Ms. Ren, Dr. Chen, Mr. Peng and Mr. Chen is: 53 Niwang Road, Shangri-La County, Yunnan Province, China

Mr. Hong Yu. Mr. Yu has served as the chair of our board of directors since April 2010. Mr. Yu is the founder of YSTP, and has also serves as the chairman of its board of directors and previously serves as its General Manager (roughly equivalent to Chief Executive Officer) from 2000 until mid-2009. Mr. Yu holds a MBA from Yunnan Finance and Trade Institute. Mr. Yu was nominated as a director for his knowledge with Tibetan culture and medicine and his leadership of our company.

Mr. Taylor Z. Guo. Mr. Guo has served as a director and our CEO since 2010; he also has served as the General Manager (or CEO) of YSTP since mid-2009. From 2004 to 2009, Mr. Guo was director of Bao-Wei Electronics Limited. Mr. Guo holds a bachelor degree from Dalian University of Technology and a MBA from University of Minnesota. Mr. Guo was nominated as a director because of his operating and management experience.

Ms. Sabrina Y. Ren has served as our Chief Financial Officer since 2010; she serves in the same position for YSTP. From 2000 through 2009, she worked for Yunnan Kangle Pharmaceuticals Co., Ltd. Ms. Ren holds a bachelor degree of Accounting from Henan Financial Institute. Ms. Ren has been retained because of her significant finance and accounting experience, especially in pharmaceutical companies.

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Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the People's Republic of China, on the 13th day of August, 2010.

TIBET PHARMACEUTICALS, INC.

/s/ TAYLOR Z. GUO

Taylor Z. Guo
Chief Executive Officer
(Principal Executive Officer)

Date: August 13, 2010

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Hong Yu	Chairman of the Board of Directors	August 13, 2010
/s/ TAYLOR Z. GUO _____ Taylor Z. Guo	Chief Executive Officer, Director (Principal Executive Officer)	August 13, 2010
/s/ SABRINA Y. REN _____ Sabrina Y. Ren	Chief Financial Officer (Principal Accounting and Financial Officer)	August 13, 2010
* _____ Dr. Wenbo Chen	Director	August 13, 2010
* _____ Youhang Peng	Director	August 13, 2010
* _____ Solomon Chen	Director	August 13, 2010

*by: /s/ TAYLOR Z. GUO

Taylor Z. Guo, Atty in Fact

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As filed with the Securities and Exchange Commission on September 21, 2010

Registration No. 333-166854

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**PRE-EFFECTIVE AMENDMENT NO. 3
ON
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Tibet Pharmaceuticals, Inc.

(formerly Shangri-La Tibetan Pharmaceuticals, Inc.)

(Exact Name of Registrant as Specified in its Charter)

British Virgin Islands
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)

Not applicable
(I.R.S. Employer
Identification Number)

53 Niwang Rd
Shangri-La County, Diqing,
Yunnan Province, China 674400
(+86) 887 823 2158
(Address, including zip code, and telephone number,
including area code, of principal executive offices)

CT Corporation System
111 Eighth Avenue
New York, New York 10011
(800) 624-0909
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies to:

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Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee
Common Shares ⁽²⁾	\$18,000,000	\$ 1,283.40
Placement Agent's Warrants ⁽³⁾	\$ 300	\$ 0.02
Common Shares Underlying Placement Agent's Warrants ⁽³⁾	\$ 2,430,000	\$ 173.26
Total ⁽⁴⁾	\$20,430,300	\$ 1,456.68 ⁽⁴⁾

⁽¹⁾ The registration fee for securities is based on an estimate of the aggregate offering price of the securities, assuming the sale of the securities at the midpoint of the high and low anticipated offering prices set forth in the prospectus, and such estimate is solely for the purpose of calculating the registration fee pursuant to Rule 457(a).

⁽²⁾ The stated figure assumes the issuance of a maximum of 3,000,000 common shares at an assumed price of \$6.00.

⁽³⁾ We have agreed to issue, on the closing date of this offering, warrants to our Placement Agent, Anderson & Strudwick, Incorporated (the "Placement Agent"), to purchase up to 10 percent of the aggregate number of common shares sold by the Registrant (the "Placement Agent's Warrants"). The price to be paid by the Placement Agent for the Placement Agent's Warrants is \$0.001 per warrant. Each Placement Agent's Warrant may be exercised to purchase one of our common shares. The closing date will be a date mutually acceptable to the Placement Agent and the Registrant after the minimum offering has been sold; provided, however, that the closing date will be on or before November 30, 2010. Assuming a maximum placement, on the closing date the Placement Agent would receive 300,000 Placement Agent's Warrants at an aggregate purchase price of \$300. The exercise price of the Placement Agent's Warrants is equal to 135% of the price of the common shares offered hereby. Assuming a maximum placement and an exercise price of \$8.10 per share, we would receive, in the aggregate, \$2,430,000 upon exercise of the Placement Agent's Warrants. The common shares underlying the Placement Agent's Warrants are exercisable within one year of the date of this registration statement and are deemed to commence simultaneously with the Placement Agent's Warrants.

⁽⁴⁾ \$1,405.34 previously paid. \$51.34 paid herewith.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED SEPTEMBER 21, 2010



TIBET PHARMACEUTICALS, INC.

Minimum Offering: 2,500,000 Common Shares

Maximum Offering: 3,000,000 Common Shares

This is the initial public offering of Tibet Pharmaceuticals, Inc., a British Virgin Islands company. We are offering a minimum of 2,500,000 and a maximum of 3,000,000 our common shares. None of our officers, directors or affiliates may purchase shares in this offering.

We expect that the offering price will be between \$5.00 and \$7.00 per common share. No public market currently exists for our common shares. The offering price will be determined by the Placement Agent and the Company taking into account apparent demand for the common shares, financial market conditions, market conditions for the Company, and other considerations as deemed to be relevant. We have applied for approval for quotation on the NASDAQ Global Market under the symbol "TBET" for the common shares we are offering. We believe that upon the completion of the offering contemplated by this prospectus, we will meet the standards for listing on the NASDAQ Global Market.

Investing in these common shares involves significant risks. See "[Risk Factors](#)" beginning on page 11 of this prospectus.

	<u>Per Common Share</u>	<u>Minimum Offering</u>	<u>Maximum Offering</u>
Assumed public offering price	\$ 6.00	\$ 15,000,000	\$ 18,000,000
Placement discount	\$ 0.42	\$ 1,050,000	\$ 1,260,000
Proceeds to us, before expenses	\$ 5.58	\$ 13,950,000	\$ 16,740,000

We expect our total cash expenses for this offering to be approximately \$600,000, exclusive of the above commissions. In addition, we will pay the Placement Agent a non-accountable expense allowance of 1% of the amount of the offering, or \$180,000 (maximum offering) or \$150,000 (minimum offering). The Placement Agent must sell the minimum number of securities offered (2,500,000 common shares) if any are sold. The Placement Agent is required to use only its best efforts to sell the securities offered. The offering will terminate upon the earlier of: (i) a date mutually acceptable to us and our Placement Agent after which the minimum offering is sold or (ii) November 30, 2010. Until we sell at least 2,500,000 common shares, all investor funds will be held in an escrow account at SunTrust Bank, Richmond, Virginia. If we do not sell at least 2,500,000 common shares by November 30, 2010, all funds will be promptly returned to investors (within one business day) without interest or deduction. If we complete this offering, net proceeds will be delivered to our company on the closing date. We will not be able to use such proceeds in China, however, until we complete certain remittance procedures in China. If we complete this offering, then on the closing date, we will issue common shares to investors in the offering and Placement Agent Warrants to our Placement Agent exercisable at a rate of one warrant per share to purchase up to 10% of the aggregate number of Common Shares sold in this offering.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

Table of Contents**Management****Directors and Executive Officers**

The following table sets forth our executive officers and directors, their ages and the positions held by them:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Appointed</u>
Mr. Hong Yu ⁽¹⁾	50	Chairman of the Board and Director	2010
Mr. Taylor Z. Guo ⁽¹⁾	38	Chief Executive Officer, Director	2010
Ms. Sabrina Y. Ren ⁽¹⁾	38	Chief Financial Officer	2010
Dr. Wenbo Chen ⁽¹⁾	74	Independent Director	2010
Mr. Youhang Peng ⁽¹⁾	48	Independent Director	2010
Mr. Solomon Chen ⁽¹⁾	33	Independent Director	2010

⁽¹⁾ The business address for each of Mr. Yu, Mr. Guo, Ms. Ren, Dr. Chen, Mr. Peng and Mr. Chen is: 53 Niwang Road, Shangri-La County, Yunnan Province, China

Mr. Hong Yu. Mr. Yu has served as the chair of our board of directors since April 2010. Mr. Yu is the founder of YSTP, and has also serves as the chairman of its board of directors and previously serves as its General Manager (roughly equivalent to Chief Executive Officer) from 2000 until mid-2009. Mr. Yu holds a MBA from Yunnan Finance and Trade Institute. Mr. Yu was nominated as a director for his knowledge with Tibetan culture and medicine and his leadership of our company.

Mr. Taylor Z. Guo. Mr. Guo has served as a director and our CEO since 2010; he also has served as the General Manager (or CEO) of YSTP since mid-2009. From 2004 to 2009, Mr. Guo was director of Bao-Wei Electronics Limited. Mr. Guo holds a bachelor degree from Dalian University of Technology and a MBA from University of Minnesota. Mr. Guo was nominated as a director because of his operating and management experience.

Ms. Sabrina Y. Ren has served as our Chief Financial Officer since 2010; she serves in the same position for YSTP. From 2000 through 2009, she worked for Yunnan Kangle Pharmaceuticals Co., Ltd. Ms. Ren holds a bachelor degree of Accounting from Henan Financial Institute. Ms. Ren has been retained because of her significant finance and accounting experience, especially in pharmaceutical companies.

Dr. Wenbo Chen. Dr. Chen has served as an independent Director since April 2010. Dr. Chen has been chairman and chief physician of Beijing Medical Center of Famous Physicians since 1993, professor of Beijing University of Chinese Medicine since 1990. Dr. Chen also serves as director of China Geriatric Association and director of Beijing Association of Chinese Medicine. From 1981 through 1998, Dr. Chen was dean and president of Beijing Gulou (Drum Tower) Hospital of Chinese Medicine. Dr. Chen is recognized as a national level expert in traditional Chinese medicine. He was awarded “China’s 100 Top Doctors in Traditional Chinese Medicine”, and enjoys government special allowance issued to him by China Department of State. Dr. Chen has published many books, research papers, and articles. He was the editor for the Journal of Traditional Chinese Medicine. Dr. Chen was nominated as a director because of his outstanding industry knowledge and reputation.

Mr. Youhang Peng. Mr. Peng has served as an independent Director since April 2010. Since 2004, Mr. Peng has been the Senior Managing Director of Caybridge International, Inc., an investment advisory firm based in Dallas, Texas. Mr. Peng has more than 18 years of experience in and extensive knowledge of financial markets, having worked as a Quantitative Analyst and Derivatives Trader with Bankers Trust New York, Sakura Global Capital and HypoVereinsbank in the 1990s. Mr. Peng also worked as a treasury manager with Nokia. Mr. Peng holds a bachelor degree in electronics from Tsinghua University and a master degree in electrical engineering from University of California at Davis. Mr. Peng was nominated as an independent director because of his experience in capital markets.

Mr. Solomon Chen. Mr. Chen has served as an independent Director since April 2010. Since 2004, Mr. Chen has been audit manager of Deloitte Touche Tohmatsu CPA (Shenzhen). Mr. Chen holds a bachelor degree from Xiamen University. Mr. Chen is a Certified Public Accountant (China) and a Certified Tax Accountant (China). Mr. Chen serves as our Audit Committee financial expert. Mr. Chen was nominated as an independent director because of his experience in audit, accounting, internal control review, and transactional advisory experience in merger and acquisitions.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the People's Republic of China, on the 21st day of September, 2010.

TIBET PHARMACEUTICALS, INC.

/s/ TAYLOR Z. GUO

Taylor Z. Guo
Chief Executive Officer
(Principal Executive Officer)

Date: September 21, 2010

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Hong Yu	Chairman of the Board of Directors	September 21, 2010
/s/ TAYLOR Z. GUO _____ Taylor Z. Guo	Chief Executive Officer, Director (Principal Executive Officer)	September 21, 2010
/s/ SABRINA Y. REN _____ Sabrina Y. Ren	Chief Financial Officer (Principal Accounting and Financial Officer)	September 21, 2010
* _____ Dr. Wenbo Chen	Director	September 21, 2010
* _____ Youhang Peng	Director	September 21, 2010
* _____ Solomon Chen	Director	September 21, 2010

*by: /s/ TAYLOR Z. GUO

Taylor Z. Guo, Atty in Fact

S-1/A 1 dsl1a.htm AMENDMENT #4 TO FORM S-1

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As filed with the Securities and Exchange Commission on October 18, 2010

Registration No. 333-166854

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**PRE-EFFECTIVE AMENDMENT NO. 4
ON
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Tibet Pharmaceuticals, Inc.

(formerly Shangri-La Tibetan Pharmaceuticals, Inc.)

(Exact Name of Registrant as Specified in its Charter)

British Virgin Islands
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)

Not applicable
(I.R.S. Employer
Identification Number)

**Room 1701, 17/F
90 Jaffe Rd.
Wanchai, Hong Kong
(852) 3020-1055**
(Address, including zip code, and telephone number,
including area code, of principal executive offices)

**CT Corporation System
111 Eighth Avenue
New York, New York 10011
(800) 624-0909**
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies to:

**Bradley A. Haneberg, Esq.
Anthony W. Basch, Esq.
Christopher J. Mugel, Esq.
Kaufman & Canoles, P.C.
Three James Center, 1051 East Cary Street, 12th Floor
Richmond, Virginia 23219
(804) 771-5700 – telephone
(804) 771-5777 – facsimile**

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to such Section 8(a), may determine.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee
Common Shares ⁽²⁾	\$18,000,000	\$ —
Placement Agent's Warrants ⁽³⁾	\$ 180	\$ —
Common Shares Underlying Placement Agent's Warrants ⁽³⁾	\$ 1,350,000	\$ —
Total ⁽⁴⁾	\$19,350,180	\$ 1,380.31 ⁽⁴⁾

⁽¹⁾ The registration fee for securities is based on an estimate of the aggregate offering price of the securities, assuming the sale of the securities at the midpoint of the high and low anticipated offering prices set forth in the prospectus, and such estimate is solely for the purpose of calculating the registration fee pursuant to Rule 457(a).

⁽²⁾ The stated figure assumes the issuance of a maximum of 3,000,000 common shares at an assumed price of \$6.00.

⁽³⁾ We have agreed to issue, on the closing date of this offering, warrants to our Placement Agent, Anderson & Strudwick, Incorporated (the “Placement Agent”), to purchase up to 6 percent of the aggregate number of common shares sold by the Registrant (the “Placement Agent's Warrants”). The price to be paid by the Placement Agent for the Placement Agent's Warrants is \$0.001 per warrant. Each Placement Agent's Warrant may be exercised to purchase one of our common shares. The closing date will be a date mutually acceptable to the Placement Agent and the Registrant after the minimum offering has been sold; provided, however, that the closing date will be on or before November 30, 2010. Assuming a maximum placement, on the closing date the Placement Agent would receive 180,000 Placement Agent's Warrants at an aggregate purchase price of \$180. The exercise price of the Placement Agent's Warrants is equal to 125% of the price of the common shares offered hereby. Assuming a maximum placement and an exercise price of \$7.50 per share, we would receive, in the aggregate, \$1,350,000 upon exercise of the Placement Agent's Warrants. The common shares underlying the Placement Agent's Warrants are exercisable within one year of the date of this registration statement and are deemed to commence simultaneously with the Placement Agent's Warrants.

⁽⁴⁾ \$1,456.68 previously paid.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED OCTOBER 18, 2010



TIBET PHARM

TIBET PHARMACEUTICALS, INC.

Minimum Offering: 2,500,000 Common Shares

Maximum Offering: 3,000,000 Common Shares

This is the initial public offering of Tibet Pharmaceuticals, Inc., a British Virgin Islands company. We are offering a minimum of 2,500,000 and a maximum of 3,000,000 our common shares. None of our officers, directors or affiliates may purchase shares in this offering.

We expect that the offering price will be between \$5.00 and \$7.00 per common share. No public market currently exists for our common shares. The offering price will be determined by the Placement Agent and the Company taking into account apparent demand for the common shares, financial market conditions, market conditions for the Company, and other considerations as deemed to be relevant. We have applied for approval for quotation on the NASDAQ Global Market under the symbol "TBET" for the common shares we are offering. We believe that upon the completion of the offering contemplated by this prospectus, we will meet the standards for listing on the NASDAQ Global Market.

Investing in these common shares involves significant risks. See "[Risk Factors](#)" beginning on page 11 of this prospectus.

	<u>Per Common Share</u>	<u>Minimum Offering</u>	<u>Maximum Offering</u>
Assumed public offering price	\$ 6.00	\$ 15,000,000	\$ 18,000,000
Placement discount	\$ 0.42	\$ 1,050,000	\$ 1,260,000
Proceeds to us, before expenses	\$ 5.58	\$ 13,950,000	\$ 16,740,000

We expect our total cash expenses for this offering to be approximately \$600,000, exclusive of the above commissions. In addition, we will pay the Placement Agent a non-accountable expense allowance of 1% of the amount of the offering, or \$180,000 (maximum offering) or \$150,000 (minimum offering). The Placement Agent must sell the minimum number of securities offered (2,500,000 common shares) if any are sold. The Placement Agent is required to use only its best efforts to sell the securities offered. The offering will terminate upon the earlier of: (i) a date mutually acceptable to us and our Placement Agent after which the minimum offering is sold or (ii) November 30, 2010. Until we sell at least 2,500,000 common shares, all investor funds will be held in an escrow account at SunTrust Bank, Richmond, Virginia. If we do not sell at least 2,500,000 common shares by November 30, 2010, all funds will be promptly returned to investors (within one business day) without interest or deduction. If we complete this offering, net proceeds will be delivered to our company on the closing date. We will not be able to use such proceeds in China, however, until we complete certain remittance procedures in China. If we complete this offering, then on the closing date, we will issue common shares to investors in the offering and Placement Agent Warrants to our Placement Agent exercisable at a rate of one warrant per share to purchase up to 6% of the aggregate number of Common Shares sold in this offering.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

Table of Contents**Management****Directors and Executive Officers**

The following table sets forth our executive officers and directors, their ages and the positions held by them:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Appointed</u>
Mr. Hong Yu ⁽¹⁾	50	Chairman of the Board and Director	2010
Mr. Taylor Z. Guo ⁽¹⁾	38	Chief Executive Officer, Director	2010
Ms. Sabrina Y. Ren ⁽¹⁾	38	Chief Financial Officer	2010
Dr. Wenbo Chen ⁽¹⁾	74	Independent Director	2010
Mr. Youhang Peng ⁽¹⁾	48	Independent Director	2010
Mr. Solomon Chen ⁽¹⁾	33	Independent Director	2010

⁽¹⁾ The business address for each of Mr. Yu, Mr. Guo, Ms. Ren, Dr. Chen, Mr. Peng and Mr. Chen is: 53 Niwang Road, Shangri-La County, Yunnan Province, China

Mr. Hong Yu. Mr. Yu has served as the chair of our board of directors since April 2010. Mr. Yu is the founder of YSTP, and has also serves as the chairman of its board of directors and previously serves as its General Manager (roughly equivalent to Chief Executive Officer) from 2000 until mid-2009. Mr. Yu holds a MBA from Yunnan Finance and Trade Institute. Mr. Yu was nominated as a director for his knowledge with Tibetan culture and medicine and his leadership of our company.

Mr. Taylor Z. Guo. Mr. Guo has served as a director and our CEO since 2010; he also has served as the General Manager (or CEO) of YSTP since mid-2009. From 2004 to 2009, Mr. Guo was director of Bao-Wei Electronics Limited. Mr. Guo holds a bachelor degree from Dalian University of Technology and a MBA from University of Minnesota. Mr. Guo was nominated as a director because of his operating and management experience.

Ms. Sabrina Y. Ren has served as our Chief Financial Officer since 2010; she serves in the same position for YSTP. From 2000 through 2009, she worked for Yunnan Kangle Pharmaceuticals Co., Ltd. Ms. Ren holds a bachelor degree of Accounting from Henan Financial Institute. Ms. Ren has been retained because of her significant finance and accounting experience, especially in pharmaceutical companies.

Dr. Wenbo Chen. Dr. Chen has served as an independent Director since April 2010. Dr. Chen has been chairman and chief physician of Beijing Medical Center of Famous Physicians since 1993, professor of Beijing University of Chinese Medicine since 1990. Dr. Chen also serves as director of China Geriatric Association and director of Beijing Association of Chinese Medicine. From 1981 through 1998, Dr. Chen was dean and president of Beijing Gulou (Drum Tower) Hospital of Chinese Medicine. Dr. Chen is recognized as a national level expert in traditional Chinese medicine. He was awarded “China’s 100 Top Doctors in Traditional Chinese Medicine”, and enjoys government special allowance issued to him by China Department of State. Dr. Chen has published many books, research papers, and articles. He was the editor for the Journal of Traditional Chinese Medicine. Dr. Chen was nominated as a director because of his outstanding industry knowledge and reputation.

Mr. Youhang Peng. Mr. Peng has served as an independent Director since April 2010. Since 2004, Mr. Peng has been the Senior Managing Director of Caybridge International, Inc., an investment advisory firm based in Dallas, Texas. Mr. Peng has more than 18 years of experience in and extensive knowledge of financial markets, having worked as a Quantitative Analyst and Derivatives Trader with Bankers Trust New York, Sakura Global Capital and HypoVereinsbank in the 1990s. Mr. Peng also worked as a treasury manager with Nokia. Mr. Peng holds a bachelor degree in electronics from Tsinghua University and a master degree in electrical engineering from University of California at Davis. Mr. Peng was nominated as an independent director because of his experience in capital markets.

Mr. Solomon Chen. Mr. Chen has served as an independent Director since April 2010. Since 2004, Mr. Chen has been audit manager of Deloitte Touche Tohmatsu CPA (Shenzhen). Mr. Chen holds a bachelor degree from Xiamen University. Mr. Chen is a Certified Public Accountant (China) and a Certified Tax Accountant (China). Mr. Chen serves as our Audit Committee financial expert. Mr. Chen was nominated as an independent director because of his experience in audit, accounting, internal control review, and transactional advisory experience in merger and acquisitions.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the People's Republic of China, on the 18th day of October, 2010.

TIBET PHARMACEUTICALS, INC.

/s/ TAYLOR Z. GUO

Taylor Z. Guo
Chief Executive Officer
(Principal Executive Officer)

Date: October 18, 2010

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____ * Hong Yu	Chairman of the Board of Directors	October 18, 2010
_____ /s/ TAYLOR Z. GUO Taylor Z. Guo	Chief Executive Officer, Director (Principal Executive Officer)	October 18, 2010
_____ /s/ SABRINA Y. REN Sabrina Y. Ren	Chief Financial Officer (Principal Accounting and Financial Officer)	October 18, 2010
_____ * Dr. Wenbo Chen	Director	October 18, 2010
_____ * Youhang Peng	Director	October 18, 2010
_____ * Solomon Chen	Director	October 18, 2010
_____ /s/ Youhang Peng	Authorized Representative in the U.S.	October 18, 2010

*by: _____
/s/ TAYLOR Z. GUO
Taylor Z. Guo, Atty in Fact

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As filed with the Securities and Exchange Commission on October 22, 2010

Registration No. 333-166854

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**PRE-EFFECTIVE AMENDMENT NO. 5
ON
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Tibet Pharmaceuticals, Inc.

(formerly Shangri-La Tibetan Pharmaceuticals, Inc.)
(Exact Name of Registrant as Specified in its Charter)

British Virgin Islands
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)

Not applicable
(I.R.S. Employer
Identification Number)

**Room 1701, 17/F
90 Jaffe Rd.
Wanchai, Hong Kong
(852) 9798 5569**
(Address, including zip code, and telephone number,
including area code, of principal executive offices)

**CT Corporation System
111 Eighth Avenue
New York, New York 10011
(800) 624-0909**
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies to:

**Bradley A. Haneberg, Esq.
Anthony W. Basch, Esq.
Christopher J. Mugel, Esq.
Kaufman & Canoles, P.C.
Three James Center, 1051 East Cary Street, 12th Floor
Richmond, Virginia 23219
(804) 771-5700 – telephone
(804) 771-5777 – facsimile**

Table of Contents**Index to Financial Statements**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to such Section 8(a), may determine.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee
Common Shares ⁽²⁾	\$18,000,000	\$ —
Placement Agent's Warrants ⁽³⁾	\$ 180	\$ —
Common Shares Underlying Placement Agent's Warrants ⁽³⁾	\$ 1,350,000	\$ —
Total ⁽⁴⁾	\$19,350,180	\$ 1,380.31 ⁽⁴⁾

⁽¹⁾ The registration fee for securities is based on an estimate of the aggregate offering price of the securities, assuming the sale of the securities at the midpoint of the high and low anticipated offering prices set forth in the prospectus, and such estimate is solely for the purpose of calculating the registration fee pursuant to Rule 457(a).

⁽²⁾ The stated figure assumes the issuance of a maximum of 3,000,000 common shares at an assumed price of \$6.00.

⁽³⁾ We have agreed to issue, on the closing date of this offering, warrants to our Placement Agent, Anderson & Strudwick, Incorporated (the "Placement Agent"), to purchase up to 6 percent of the aggregate number of common shares sold by the Registrant (the "Placement Agent's Warrants"). The price to be paid by the Placement Agent for the Placement Agent's Warrants is \$0.001 per warrant. Each Placement Agent's Warrant may be exercised to purchase one of our common shares. The closing date will be a date mutually acceptable to the Placement Agent and the Registrant after the minimum offering has been sold; provided, however, that the closing date will be on or before November 22, 2010. Assuming a maximum placement, on the closing date the Placement Agent would receive 180,000 Placement Agent's Warrants at an aggregate purchase price of \$180. The exercise price of the Placement Agent's Warrants is equal to 125% of the price of the common shares offered hereby. Assuming a maximum placement and an exercise price of \$7.50 per share, we would receive, in the aggregate, \$1,350,000 upon exercise of the Placement Agent's Warrants. The common shares underlying the Placement Agent's Warrants are exercisable within one year of the date of this registration statement and are deemed to commence simultaneously with the Placement Agent's Warrants.

⁽⁴⁾ \$1,456.68 previously paid.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED OCTOBER 22, 2010



TIBET PHARM

TIBET PHARMACEUTICALS, INC.

Minimum Offering: 2,500,000 Common Shares

Maximum Offering: 3,000,000 Common Shares

This is the initial public offering of Tibet Pharmaceuticals, Inc., a British Virgin Islands company. We are offering a minimum of 2,500,000 and a maximum of 3,000,000 our common shares. None of our officers, directors or affiliates may purchase shares in this offering.

We expect that the offering price will be between \$5.00 and \$7.00 per common share. No public market currently exists for our common shares. The offering price will be determined by the Placement Agent and the Company taking into account apparent demand for the common shares, financial market conditions, market conditions for the Company, and other considerations as deemed to be relevant. We have applied for approval for quotation on the NASDAQ Global Market under the symbol "TBET" for the common shares we are offering. We believe that upon the completion of the offering contemplated by this prospectus, we will meet the standards for listing on the NASDAQ Global Market.

Investing in these common shares involves significant risks. See "Risk Factors" beginning on page 11 of this prospectus.

	Per Common Share	Minimum Offering	Maximum Offering
Assumed public offering price	\$ 6.00	\$ 15,000,000	\$ 18,000,000
Placement discount	\$ 0.42	\$ 1,050,000	\$ 1,260,000
Proceeds to us, before expenses	\$ 5.58	\$ 13,950,000	\$ 16,740,000

We expect our total cash expenses for this offering to be approximately \$600,000, exclusive of the above commissions. In addition, we will pay the Placement Agent an accountable expense allowance of 1% of the amount of the offering, or \$180,000 (maximum offering) or \$150,000 (minimum offering). The Placement Agent must sell the minimum number of securities offered (2,500,000 common shares) if any are sold. The Placement Agent is required to use only its best efforts to sell the securities offered. The offering will terminate upon the earlier of: (i) a date mutually acceptable to us and our Placement Agent after which the minimum offering is sold or (ii) November 22, 2010. Until we sell at least 2,500,000 common shares, all investor funds will be held in an escrow account at SunTrust Bank, Richmond, Virginia. If we do not sell at least 2,500,000 common shares by November 22, 2010, all funds will be promptly returned to investors (within one business day) without interest or deduction. If we complete this offering, net proceeds will be delivered to our company on the closing date. We will not be able to use such proceeds in China, however, until we complete certain remittance procedures in China. If we complete this offering, then on the closing date, we will issue common shares to investors in the offering and Placement Agent Warrants to our Placement Agent exercisable at a rate of one warrant per share to purchase up to 6% of the aggregate number of Common Shares sold in this offering.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

**Anderson & Strudwick,
Incorporated**

Prospectus dated , 2010

PDF029

Table of ContentsIndex to Financial Statements**Management****Directors and Executive Officers**

The following table sets forth our executive officers and directors, their ages and the positions held by them:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Appointed</u>
Mr. Hong Yu ⁽¹⁾	50	Chairman of the Board and Director	2010
Mr. Taylor Z. Guo ⁽¹⁾	38	Chief Executive Officer, Director	2010
Ms. Sabrina Y. Ren ⁽¹⁾	38	Chief Financial Officer	2010
Dr. Wenbo Chen ⁽¹⁾	74	Independent Director	2010
Mr. Youhang Peng ⁽¹⁾	48	Independent Director	2010
Mr. Solomon Chen ⁽¹⁾	33	Independent Director	2010

⁽¹⁾ The business address for each of Mr. Yu, Mr. Guo, Ms. Ren, Dr. Chen, Mr. Peng and Mr. Chen is: 53 Niwang Road, Shangri-La County, Yunnan Province, China

Mr. Hong Yu. Mr. Yu has served as the chair of our board of directors since April 2010. Mr. Yu is the founder of YSTP, and has also serves as the chairman of its board of directors and previously serves as its General Manager (roughly equivalent to Chief Executive Officer) from 2000 until mid-2009. Mr. Yu holds a MBA from Yunnan Finance and Trade Institute. Mr. Yu was nominated as a director for his knowledge with Tibetan culture and medicine and his leadership of our company.

Mr. Taylor Z. Guo. Mr. Guo has served as a director and our CEO since 2010; he also has served as the General Manager (or CEO) of YSTP since mid-2009. From 2004 to 2009, Mr. Guo was director of Bao-Wei Electronics Limited. Mr. Guo holds a bachelor degree from Dalian University of Technology and a MBA from University of Minnesota. Mr. Guo was nominated as a director because of his operating and management experience.

Ms. Sabrina Y. Ren has served as our Chief Financial Officer since 2010; she serves in the same position for YSTP. From 2000 through 2009, she worked for Yunnan Kangle Pharmaceuticals Co., Ltd. Ms. Ren holds a bachelor degree of Accounting from Henan Financial Institute. Ms. Ren has been retained because of her significant finance and accounting experience, especially in pharmaceutical companies.

Dr. Wenbo Chen. Dr. Chen has served as an independent Director since April 2010. Dr. Chen has been chairman and chief physician of Beijing Medical Center of Famous Physicians since 1993, professor of Beijing University of Chinese Medicine since 1990. Dr. Chen also serves as director of China Geriatric Association and director of Beijing Association of Chinese Medicine. From 1981 through 1998, Dr. Chen was dean and president of Beijing Gulou (Drum Tower) Hospital of Chinese Medicine. Dr. Chen is recognized as a national level expert in traditional Chinese medicine. He was awarded "China's 100 Top Doctors in Traditional Chinese Medicine", and enjoys government special allowance issued to him by China Department of State. Dr. Chen has published many books, research papers, and articles. He was the editor for the Journal of Traditional Chinese Medicine. Dr. Chen was nominated as a director because of his outstanding industry knowledge and reputation.

Mr. Youhang Peng. Mr. Peng has served as an independent Director since April 2010. Since 2004, Mr. Peng has been the Senior Managing Director of Caybridge International, Inc., an investment advisory firm based in Dallas, Texas. Mr. Peng has more than 18 years of experience in and extensive knowledge of financial markets, having worked as a Quantitative Analyst and Derivatives Trader with Bankers Trust New York, Sakura Global Capital and HypoVereinsbank in the 1990s. Mr. Peng also worked as a treasury manager with Nokia. Mr. Peng holds a bachelor degree in electronics from Tsinghua University and a master degree in electrical engineering from University of California at Davis. Mr. Peng was nominated as an independent director because of his experience in capital markets.

Mr. Solomon Chen. Mr. Chen has served as an independent Director since April 2010. Since 2004, Mr. Chen has been audit manager of Deloitte Touche Tohmatsu CPA (Shenzhen). Mr. Chen holds a bachelor degree from Xiamen University. Mr. Chen is a Certified Public Accountant (China) and a Certified Tax Accountant (China). Mr. Chen serves as our Audit Committee financial expert. Mr. Chen was nominated as an independent director because of his experience in audit, accounting, internal control review, and transactional advisory experience in merger and acquisitions.

Table of ContentsIndex to Financial Statements**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the People's Republic of China, on the 22nd day of October, 2010.

TIBET PHARMACEUTICALS, INC.

/s/ TAYLOR Z. GUO

Taylor Z. Guo
Chief Executive Officer
(Principal Executive Officer)

Date: October 22, 2010

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Hong Yu	Chairman of the Board of Directors	October 22, 2010
/s/ TAYLOR Z. GUO _____ Taylor Z. Guo	Chief Executive Officer, Director (Principal Executive Officer)	October 22, 2010
/s/ SABRINA Y. REN _____ Sabrina Y. Ren	Chief Financial Officer (Principal Accounting and Financial Officer)	October 22, 2010
* _____ Dr. Wenbo Chen	Director	October 22, 2010
* _____ Youhang Peng	Director	October 22, 2010
* _____ Solomon Chen	Director	October 22, 2010
/s/ _____ Youhang Peng	Authorized Representative in the U.S.	October 22, 2010

*by: /s/ TAYLOR Z. GUO

Taylor Z. Guo, Atty in Fact
October 22, 2010

S-1/A 1 ds1a.htm AMENDMENT #6 TO FORM S-1/A

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As filed with the Securities and Exchange Commission on October 27, 2010

Registration No. 333-166854

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**PRE-EFFECTIVE AMENDMENT NO. 6
ON
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Tibet Pharmaceuticals, Inc.

(formerly Shangri-La Tibetan Pharmaceuticals, Inc.)
(Exact Name of Registrant as Specified in its Charter)

British Virgin Islands
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)

Not applicable
(I.R.S. Employer
Identification Number)

**Room 1701, 17/F
90 Jaffe Rd.
Wanchai, Hong Kong
(852) 9798 5569**
(Address, including zip code, and telephone number,
including area code, of principal executive offices)

**CT Corporation System
111 Eighth Avenue
New York, New York 10011
(800) 624-0909**
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies to:

**Bradley A. Haneberg, Esq.
Anthony W. Basch, Esq.
Christopher J. Mugel, Esq.
Kaufman & Canoles, P.C.
Three James Center, 1051 East Cary Street, 12th Floor
Richmond, Virginia 23219
(804) 771-5700 – telephone
(804) 771-5777 – facsimile**

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to such Section 8(a), may determine.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee
Common Shares ⁽²⁾	\$18,000,000	\$ —
Total ⁽³⁾	\$18,000,000	\$ 1,283.40 ⁽³⁾

⁽¹⁾ The registration fee for securities is based on an estimate of the aggregate offering price of the securities, assuming the sale of the securities at the midpoint of the high and low anticipated offering prices set forth in the prospectus, and such estimate is solely for the purpose of calculating the registration fee pursuant to Rule 457(a).

⁽²⁾ The stated figure assumes the issuance of a maximum of 3,000,000 common shares at an assumed price of \$6.00.

⁽³⁾ \$1,456.68 previously paid.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED OCTOBER 27, 2010



TIBET PHARM

TIBET PHARMACEUTICALS, INC.

Minimum Offering: 2,500,000 Common Shares
Maximum Offering: 3,000,000 Common Shares

This is the initial public offering of Tibet Pharmaceuticals, Inc., a British Virgin Islands company. We are offering a minimum of 2,500,000 and a maximum of 3,000,000 our common shares. None of our officers, directors or affiliates may purchase shares in this offering.

We expect that the offering price will be between \$5.00 and \$7.00 per common share. No public market currently exists for our common shares. The offering price will be determined by the Placement Agent and the Company taking into account apparent demand for the common shares, financial market conditions, market conditions for the Company, and other considerations as deemed to be relevant. We have applied for approval for quotation on the NASDAQ Global Market under the symbol "TBET" for the common shares we are offering. We believe that upon the completion of the offering contemplated by this prospectus, we will meet the standards for listing on the NASDAQ Global Market.

Investing in these common shares involves significant risks. See "[Risk Factors](#)" beginning on page 11 of this prospectus.

	Per Common Share	Minimum Offering	Maximum Offering
Assumed public offering price	\$ 6.00	\$ 15,000,000	\$ 18,000,000
Placement discount	\$ 0.42	\$ 1,050,000	\$ 1,260,000
Proceeds to us, before expenses	\$ 5.58	\$ 13,950,000	\$ 16,740,000

We expect our total cash expenses for this offering to be approximately \$600,000, exclusive of the above commissions. In addition, we will pay the Placement Agent an accountable expense allowance of 1% of the amount of the offering, or \$180,000 (maximum offering) or \$150,000 (minimum offering). The Placement Agent must sell the minimum number of securities offered (2,500,000 common shares) if any are sold. The Placement Agent is required to use only its best efforts to sell the securities offered. The offering will terminate upon the earlier of: (i) a date mutually acceptable to us and our Placement Agent after which the minimum offering is sold or (ii) November 22, 2010. Until we sell at least 2,500,000 common shares, all investor funds will be held in an escrow account at SunTrust Bank, Richmond, Virginia. If we do not sell at least 2,500,000 common shares by November 22, 2010, all funds will be promptly returned to investors (within one business day) without interest or deduction. If we complete this offering, net proceeds will be delivered to our company on the closing date. We will not be able to use such proceeds in China, however, until we complete certain remittance procedures in China. If we complete this offering, then on the closing date, we will issue common shares to investors in the offering.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

**Anderson & Strudwick,
Incorporated**

Prospectus dated , 2010

Table of Contents**Management****Directors and Executive Officers**

The following table sets forth our executive officers and directors, their ages and the positions held by them:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Appointed</u>
Mr. Hong Yu ⁽¹⁾	50	Chairman of the Board and Director	2010
Mr. Taylor Z. Guo ⁽¹⁾	38	Chief Executive Officer, Director	2010
Ms. Sabrina Y. Ren ⁽¹⁾	38	Chief Financial Officer	2010
Dr. Wenbo Chen ⁽¹⁾	74	Independent Director	2010
Mr. Youhang Peng ⁽¹⁾	48	Independent Director	2010
Mr. Solomon Chen ⁽¹⁾	33	Independent Director	2010

⁽¹⁾ The business address for each of Mr. Yu, Mr. Guo, Ms. Ren, Dr. Chen, Mr. Peng and Mr. Chen is: 53 Niwang Road, Shangri-La County, Yunnan Province, China

Mr. Hong Yu. Mr. Yu has served as the chair of our board of directors since April 2010. Mr. Yu is the founder of YSTP, and has also serves as the chairman of its board of directors and previously serves as its General Manager (roughly equivalent to Chief Executive Officer) from 2000 until mid-2009. Mr. Yu holds a MBA from Yunnan Finance and Trade Institute. Mr. Yu was nominated as a director for his knowledge with Tibetan culture and medicine and his leadership of our company.

Mr. Taylor Z. Guo. Mr. Guo has served as a director and our CEO since 2010; he also has served as the General Manager (or CEO) of YSTP since mid-2009. From 2004 to 2009, Mr. Guo was director of Bao-Wei Electronics Limited. Mr. Guo holds a bachelor degree from Dalian University of Technology and a MBA from University of Minnesota. Mr. Guo was nominated as a director because of his operating and management experience.

Ms. Sabrina Y. Ren has served as our Chief Financial Officer since 2010; she serves in the same position for YSTP. From 2000 through 2009, she worked for Yunnan Kangle Pharmaceuticals Co., Ltd. Ms. Ren holds a bachelor degree of Accounting from Henan Financial Institute. Ms. Ren has been retained because of her significant finance and accounting experience, especially in pharmaceutical companies.

Dr. Wenbo Chen. Dr. Chen has served as an independent Director since April 2010. Dr. Chen has been chairman and chief physician of Beijing Medical Center of Famous Physicians since 1993, professor of Beijing University of Chinese Medicine since 1990. Dr. Chen also serves as director of China Geriatric Association and director of Beijing Association of Chinese Medicine. From 1981 through 1998, Dr. Chen was dean and president of Beijing Gulou (Drum Tower) Hospital of Chinese Medicine. Dr. Chen is recognized as a national level expert in traditional Chinese medicine. He was awarded "China's 100 Top Doctors in Traditional Chinese Medicine", and enjoys government special allowance issued to him by China Department of State. Dr. Chen has published many books, research papers, and articles. He was the editor for the Journal of Traditional Chinese Medicine. Dr. Chen was nominated as a director because of his outstanding industry knowledge and reputation.

Mr. Youhang Peng. Mr. Peng has served as an independent Director since April 2010. Since 2004, Mr. Peng has been the Senior Managing Director of Caybridge International, Inc., an investment advisory firm based in Dallas, Texas. Mr. Peng has more than 18 years of experience in and extensive knowledge of financial markets, having worked as a Quantitative Analyst and Derivatives Trader with Bankers Trust New York, Sakura Global Capital and HypoVereinsbank in the 1990s. Mr. Peng also worked as a treasury manager with Nokia. Mr. Peng holds a bachelor degree in electronics from Tsinghua University and a master degree in electrical engineering from University of California at Davis. Mr. Peng was nominated as an independent director because of his experience in capital markets.

Mr. Solomon Chen. Mr. Chen has served as an independent Director since April 2010. Since 2004, Mr. Chen has been audit manager of Deloitte Touche Tohmatsu CPA (Shenzhen). Mr. Chen holds a bachelor degree from Xiamen University. Mr. Chen is a Certified Public Accountant (China) and a Certified Tax Accountant (China). Mr. Chen serves as our Audit Committee financial expert. Mr. Chen was nominated as an independent director because of his experience in audit, accounting, internal control review, and transactional advisory experience in merger and acquisitions.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the People's Republic of China, on the 27th day of October, 2010.

TIBET PHARMACEUTICALS, INC.

/s/ TAYLOR Z. GUO

Taylor Z. Guo
Chief Executive Officer
(Principal Executive Officer)

Date: October 27, 2010

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Hong Yu	Chairman of the Board of Directors	October 27, 2010
/s/ TAYLOR Z. GUO _____ Taylor Z. Guo	Chief Executive Officer, Director (Principal Executive Officer)	October 27, 2010
/s/ SABRINA Y. REN _____ Sabrina Y. Ren	Chief Financial Officer (Principal Accounting and Financial Officer)	October 27, 2010
* _____ Dr. Wenbo Chen	Director	October 27, 2010
* _____ Youhang Peng	Director	October 27, 2010
* _____ Solomon Chen	Director	October 27, 2010
/s/ _____ Youhang Peng	Authorized Representative in the U.S.	October 27, 2010

*by: /s/ TAYLOR Z. GUO

Taylor Z. Guo, Atty in Fact
October 27, 2010

S-1/A 1 ds1a.htm AMENDMENT #7

As filed with the Securities and Exchange Commission on November 4, 2010

Registration No. 333-166854

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**PRE-EFFECTIVE AMENDMENT NO. 7
ON
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Tibet Pharmaceuticals, Inc.

(formerly Shangri-La Tibetan Pharmaceuticals, Inc.)
(Exact Name of Registrant as Specified in its Charter)

British Virgin Islands
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)

Not applicable
(I.R.S. Employer
Identification Number)

**Room 1701, 17/F
90 Jaffe Rd.
Wanchai, Hong Kong
(852) 9798 5569**
(Address, including zip code, and telephone number,
including area code, of principal executive offices)

**CT Corporation System
111 Eighth Avenue
New York, New York 10011
(800) 624-0909**
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies to:

**Bradley A. Haneberg, Esq.
Anthony W. Basch, Esq.
Christopher J. Mugel, Esq.
Kaufman & Canoles, P.C.
Three James Center, 1051 East Cary Street, 12th Floor
Richmond, Virginia 23219
(804) 771-5700 – telephone
(804) 771-5777 – facsimile**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to such Section 8(a), may determine.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee
Common Shares ⁽²⁾	\$18,000,000	\$ —
Total ⁽³⁾	\$18,000,000	\$ 1,283.40 ⁽³⁾

⁽¹⁾ The registration fee for securities is based on an estimate of the aggregate offering price of the securities, assuming the sale of the securities at the midpoint of the high and low anticipated offering prices set forth in the prospectus, and such estimate is solely for the purpose of calculating the registration fee pursuant to Rule 457(a).

⁽²⁾ The stated figure assumes the issuance of a maximum of 3,000,000 common shares at an assumed price of \$6.00.

⁽³⁾ \$1,456.68 previously paid.

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution.

The estimated expenses payable by us in connection with the offering described in this registration statement (other than the placement discounts and commissions) will be as follows. We do not anticipate material U.S. or state tax-related expenses inasmuch as we are a BVI company and do not have any physical operations in the United States. In addition to the U.S. legal fees referenced below, attorneys for our U.S. counsel also received an equity position in our company from a third party. See “Our Business—Control Agreements.” As these shares involve no cash payment and do not affect the proceeds from the offering, they are not presented in the table below. With the exception of the filing fees for the U.S. Securities Exchange Commission, FINRA and NASDAQ, all amounts are estimates.

U.S. Securities Exchange Commission registration fee	\$1,456.68
FINRA filing fee	\$2,543.03
NASDAQ listing fee	\$ 125,000
Legal fees and expenses for Chinese counsel	\$ 70,000
Legal fees and expenses for British Virgin Islands counsel	\$ 10,000
Legal fees and expenses for U.S. counsel	\$ 230,000
Accounting fees and expenses	\$ 130,000
Printing fees	\$ 30,000
Misc.	\$1,000.29
Total	\$ 600,000

Item 14. Indemnification of Directors and Officers

British Virgin Islands law and our articles of association provide that we may indemnify our directors, officers, advisors and trustee acting in relation to any of our affairs against actions, proceedings, costs, charges, losses, damages and expenses incurred by reason of any act done or omitted in the execution of their duty in their capacities as such. Under our articles of association, indemnification is not available, however, if those events were incurred or sustained by or through their own willful neglect or default.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

Item 15. Recent Sales of Unregistered Securities

We have issued a total of 11,812,500 shares in the aggregate to 29 shareholders upon the reorganization of our company, in transactions that were not required to be registered under the Securities Act of 1933. All issuances of common shares to these shareholders were deemed to be exempt under the Securities Act by virtue of Section 4(2) thereof as transactions not involving any public offering. In addition, the issuance of 11,033,750 (10,983,750 to our founders and another 30,000 to early-stage investors) were deemed not to fall within Section 5 under the Securities Act and to be further exempt under Rules 901 and 903(b)(1) of Regulation S by virtue of being issuances of securities by non-U.S. companies to non-U.S. citizens or residents, conducted outside the United States and not using any element of interstate commerce.

	<u>Date of Issue</u>	<u>No. of Common Shares</u>	<u>Consideration</u>	<u>Securities Registration Exemption</u>
Fulcan Investments, LLC (Hayden Zou and Philip Zou)	22-Dec.-2009 01-July-2010	424,375	\$245,965.28	Securities Act Section 4(2)
RMCC Investments, LLC	30-Jan.-2010	177,188	Received assignment of shares purchased by Fulcan Investments, LLC in consideration of services provided to Fulcan Investments, LLC and TBET	Securities Act Section 4(2)
Broadview-Richfield Holdings, LLC	30-Jan.-2010	177,187	Received assignment of shares purchased by Fulcan Investments, LLC in consideration of services	Securities Act, Section 4(2)

One early-stage investor	01-July-2010	20,000	provided to Fulcan Investments, LLC and Tai Shan. An early-stage investor who received assignment of shares purchased by Fulcan Investments, LLC in consideration of \$300 and services provided to Fulcan Investments, LLC and TBET	Securities Act, Section 4(2); Regulation S, Rules 901 and 903(b)
YSTP Shareholders	30-March-2010	10,983,750	Surrender of interests in TBET	Securities Act, Section 4(2); Regulation S, Rules 901 and 903(b)
Other early-stage investors	13-April-2010 19-June-2010	30,000	\$120,000	Securities Act, Section 4(2); Regulation S, Rule 901 and 903(b)

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All recipients either received adequate information about the registrant or had access, through their relationships with the registrant, to such information. There were no underwriters employed in connection with any of the transactions set forth above.

Item 16. Exhibits and Financial Statement Schedules

(a) Exhibits

The following exhibits are filed herewith or incorporated by reference in this prospectus:

<u>Exhibit Number</u>	<u>Document</u>
1.1	Form of Placement Agreement, as amended (1)
3(i).1	Articles of Association of the Registrant (1)
3(i).2	Amended and Restated Articles of Association of the Registrant (1)
3(i).3	Articles of Association of Registrant reflecting name change (1)
3(ii).1	Memorandum of Association of the Registrant (1)
3(ii).2	Amended and Restated Memorandum of Association of Registrant (1)
3(ii).3	Memorandum of Association of Registrant reflecting name change (1)
4.1	Specimen Share Certificate (1)
4.2	(withdrawn)
5.1	(withdrawn)
5.2	Opinion of Kaufman & Canoles, P.C., British Virgin Islands counsel (2)
10.1	(withdrawn)
10.2	Translation of Entrusted Management Agreement for YSTP (1)
10.3	Translation of Shareholder Voting Proxy Agreement for WFOE (1)
10.4	Translation of Pledge of Equity Interest Agreement for WFOE (1)
10.5	Translation of Exclusive Option Agreement for YSTP (1)
10.6	Form of Lock-Up Agreement (1)
10.7	(Withdrawn)
10.8	Translation of Medicinal Materials Procurement Contract (Ba Sang) (1)
10.9	Translation of Medicinal Materials Procurement Contract (Chun Sheng) (1)

<u>Exhibit Number</u>	<u>Document</u>
10.10	Translation of Medicinal Materials Procurement Contract (Cili Peichu) (1)
10.11	Translation of Medicinal Materials Procurement Contract (Kunming Morningstar Printing Co.) (1)
10.12	Translation of Medicinal Materials Procurement Contract (Xiong Ba) (1)
10.13	Translation of Sales Contract (Hangzhou Hesheng Medicine Co. Ltd) (1)
10.14	Translation of Sales Contract (Kunming Shangri-La Medicine Co. Ltd.) (1)
10.15	Translation of Agreement on Prescription and Industrialization Development of Tibetan Medicine (Kunming Institute of Botany of Chinese Academy Of Sciences) (1)
10.16	Translation of Agreement on Research into Tibetan Medicine Pharmacology and Effect (Second Military Medical University of Chinese People's Liberation Army) (1)
10.17	Retainer Contract (Taylor Z. Guo) (1)
10.18	Retainer Contract (Sabrina Ren) (1)
10.19	Retainer Contract (Hong Yu) (1)
10.20	Form of Escrow Agreement (1)
10.21	Letter of Engagement and attachments with Trilogy Capital Markets, Inc. as amended (1)
21.1	Subsidiaries and Affiliate of the Registrant (1)
23.1	Consent of Acquavella, Chiarelli, Shuster, Berkower & Co., LLP (1)
23.2	(withdrawn)
23.3	Consent of Kaufman & Canoles, British Virgin Islands counsel (included in Exhibit 5.2) (2)
23.4	Consent of DeHeng Law Offices, Chinese counsel (included in Exhibit 99.1) (2)
24.1	Power of Attorney (included at page II-6) (1)
99.1	Opinion of DeHeng Law Offices, Chinese counsel (2)
99.2	Code of Business Conduct and Ethics (1)

⁽¹⁾ Previously filed.

⁽²⁾ Filed herewith.

(b) Financial Statement Schedules

None.

Item 17. Undertakings

The Registrant hereby undertakes:

- (a) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to:
 - (i) include any prospectus required by section 10(a)(3) of the Securities Act;
 - (ii) reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

- (b) that, for the purpose of determining any liability under the Securities Act, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) to file a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.
- (e) that insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant, the Registrant has been advised that in the opinion of the SEC, such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person to the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
- (f) that, for the purpose of determining liability under the Securities Act to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.
- (g) that, for the purpose of determining liability of the Registrant under the Securities Act to any purchaser in the initial distribution of the securities, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
 - (i) any preliminary prospectus or prospectus of the Registrant relating to the offering filed pursuant to Rule 424;
 - (ii) any free writing prospectus relating to the offering prepared by or on behalf of the Registrant or used or referred to by the Registrant;
 - (iii) the portion of any other free writing prospectus relating to the offering containing material information about the Registrant or its securities provided by or on behalf of the Registrant; and
 - (iv) any other communication that is an offer in the offering made by the Registrant to the purchaser.
- (h) to provide to the Placement Agent at the closing specified in the Placement Agent agreements, certificates in such denominations and registered in such names as required by the Placement Agent to permit prompt delivery to each purchaser.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the People's Republic of China, on the 4th day of November, 2010.

TIBET PHARMACEUTICALS, INC.

/s/ TAYLOR Z. GUO

Taylor Z. Guo
Chief Executive Officer
(Principal Executive Officer)

Date: November 4, 2010

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u> Hong Yu	Chairman of the Board of Directors	November 4, 2010
<u>/s/ TAYLOR Z. GUO</u> Taylor Z. Guo	Chief Executive Officer, Director (Principal Executive Officer)	November 4, 2010
<u>/s/ SABRINA Y. REN</u> Sabrina Y. Ren	Chief Financial Officer (Principal Accounting and Financial Officer)	November 4, 2010
<u>*</u> Dr. Wenbo Chen	Director	November 4, 2010
<u>*</u> Youhang Peng	Director	November 4, 2010
<u>*</u> Solomon Chen	Director	November 4, 2010
<u>/s/</u> Youhang Peng	Authorized Representative in the U.S.	November 4, 2010

*by: /s/ TAYLOR Z. GUO
Taylor Z. Guo, Atty in Fact
November 4, 2010

S-1/A 1 ds1a.htm AMENDMENT #8 TO FORM S-1

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Index to Financial Statements

As filed with the Securities and Exchange Commission on November 23, 2010

Registration No. 333-166854

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**PRE-EFFECTIVE AMENDMENT NO. 8
ON
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Tibet Pharmaceuticals, Inc.

(formerly Shangri-La Tibetan Pharmaceuticals, Inc.)
(Exact Name of Registrant as Specified in its Charter)

British Virgin Islands
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)

Not applicable
(I.R.S. Employer
Identification Number)

**Room 1701, 17/F
90 Jaffe Rd.
Wanchai, Hong Kong
(852) 9798 5569**
(Address, including zip code, and telephone number,
including area code, of principal executive offices)

**CT Corporation System
111 Eighth Avenue
New York, New York 10011
(800) 624-0909**
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies to:

**Bradley A. Haneberg, Esq.
Anthony W. Basch, Esq.
Christopher J. Mugel, Esq.
Kaufman & Canoles, P.C.**
**Three James Center, 1051 East Cary Street, 12th Floor
Richmond, Virginia 23219
(804) 771-5700 – telephone
(804) 771-5777 – facsimile**

**Richard I. Anslow, Esq.
Peter Visalli, Esq.
Jamie Wang, Esq.
Anslow & Jaclin, LLP
195 Route 9 South, Suite 204
Manalapan, NJ 07726
(732) 409-1212 - telephone
(732) 577-1188 - facsimile**

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to such Section 8(a), may determine.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee
Common Shares ⁽²⁾	\$18,000,000	\$ —
Total ⁽³⁾	\$18,000,000	\$ 1,283.40 ⁽³⁾

⁽¹⁾ The registration fee for securities is based on an estimate of the aggregate offering price of the securities, assuming the sale of the securities at the midpoint of the high and low anticipated offering prices set forth in the prospectus, and such estimate is solely for the purpose of calculating the registration fee pursuant to Rule 457(a).

⁽²⁾ The stated figure assumes the issuance of a maximum of 3,000,000 common shares at an assumed price of \$6.00.

⁽³⁾ \$1,456.68 previously paid.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED NOVEMBER 23, 2010



TIBET PHARM

TIBET PHARMACEUTICALS, INC.

Minimum Offering: 2,500,000 Common Shares

Maximum Offering: 3,000,000 Common Shares

This is the initial public offering of Tibet Pharmaceuticals, Inc., a British Virgin Islands company. We are offering a minimum of 2,500,000 and a maximum of 3,000,000 our common shares. None of our officers, directors or affiliates may purchase shares in this offering.

We expect that the offering price will be between \$5.00 and \$7.00 per common share. No public market currently exists for our common shares. The offering price will be determined by the Placement Agent and the Company taking into account apparent demand for the common shares, financial market conditions, market conditions for the Company, and other considerations as deemed to be relevant. We have applied for approval for quotation on the NASDAQ Global Market under the symbol "TBET" for the common shares we are offering. We believe that upon the completion of the offering contemplated by this prospectus, we will meet the standards for listing on the NASDAQ Global Market.

Investing in these common shares involves significant risks. See "[Risk Factors](#)" beginning on page 11 of this prospectus.

	<u>Per Common Share</u>	<u>Minimum Offering</u>	<u>Maximum Offering</u>
Assumed public offering price	\$ 6.00	\$ 15,000,000	\$ 18,000,000
Placement discount	\$ 0.42	\$ 1,050,000	\$ 1,260,000
Proceeds to us, before expenses	\$ 5.58	\$ 13,950,000	\$ 16,740,000

We expect our total cash expenses for this offering to be approximately \$600,000, exclusive of the above commissions. In addition, we will pay the Placement Agent an accountable expense allowance of 1% of the amount of the offering, or \$180,000 (maximum offering) or \$150,000 (minimum offering). The Placement Agent must sell the minimum number of securities offered (2,500,000 common shares) if any are sold. The Placement Agent is required to use only its best efforts to sell the securities offered. The offering will terminate upon the earlier of: (i) a date mutually acceptable to us and our Placement Agent after which the minimum offering is sold or (ii) December 31, 2010. Until we sell at least 2,500,000 common shares, all investor funds will be held in an escrow account at SunTrust Bank, Richmond, Virginia. If we do not sell at least 2,500,000 common shares by December 31, 2010, all funds will be promptly returned to investors (within one business day) without interest or deduction. If we complete this offering, net proceeds will be delivered to our company on the closing date. We will not be able to use such proceeds in China, however, until we complete certain remittance procedures in China. If we complete this offering, then on the closing date, we will issue common shares to investors in the offering.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

**Anderson & Strudwick,
Incorporated**

Prospectus dated , 2010

Table of ContentsIndex to Financial Statements**Management****Directors and Executive Officers**

The following table sets forth our executive officers and directors, their ages and the positions held by them:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Appointed</u>
Mr. Hong Yu ⁽¹⁾	50	Chairman of the Board and Director	2010
Mr. Taylor Z. Guo ⁽¹⁾	38	Chief Executive Officer, Director	2010
Ms. Sabrina Y. Ren ⁽¹⁾	38	Chief Financial Officer	2010
Dr. Wenbo Chen ⁽¹⁾	74	Independent Director	2010
Mr. Youhang Peng ⁽¹⁾	48	Independent Director	2010
Mr. Solomon Chen ⁽¹⁾	33	Independent Director	2010

⁽¹⁾ The business address for each of Mr. Yu, Mr. Guo, Ms. Ren, Dr. Chen, Mr. Peng and Mr. Chen is: 53 Niwang Road, Shangri-La County, Yunnan Province, China

Mr. Hong Yu. Mr. Yu has served as the chair of our board of directors since April 2010. Mr. Yu is the founder of YSTP, and has also serves as the chairman of its board of directors and previously serves as its General Manager (roughly equivalent to Chief Executive Officer) from 2000 until mid-2009. Mr. Yu holds a MBA from Yunnan Finance and Trade Institute. Mr. Yu was nominated as a director for his knowledge with Tibetan culture and medicine and his leadership of our company.

Mr. Taylor Z. Guo. Mr. Guo has served as a director and our CEO since 2010; he also has served as the General Manager (or CEO) of YSTP since mid-2009. From 2004 to 2009, Mr. Guo was director of Bao-Wei Electronics Limited. Mr. Guo holds a bachelor degree from Dalian University of Technology and a MBA from University of Minnesota. Mr. Guo was nominated as a director because of his operating and management experience.

Ms. Sabrina Y. Ren has served as our Chief Financial Officer since 2010; she serves in the same position for YSTP. From 2000 through 2009, she worked for Yunnan Kangle Pharmaceuticals Co., Ltd. Ms. Ren holds a bachelor degree of Accounting from Henan Financial Institute. Ms. Ren has been retained because of her significant finance and accounting experience, especially in pharmaceutical companies.

Dr. Wenbo Chen. Dr. Chen has served as an independent Director since April 2010. Dr. Chen has been chairman and chief physician of Beijing Medical Center of Famous Physicians since 1993, professor of Beijing University of Chinese Medicine since 1990. Dr. Chen also serves as director of China Geriatric Association and director of Beijing Association of Chinese Medicine. From 1981 through 1998, Dr. Chen was dean and president of Beijing Gulou (Drum Tower) Hospital of Chinese Medicine. Dr. Chen is recognized as a national level expert in traditional Chinese medicine. He was awarded "China's 100 Top Doctors in Traditional Chinese Medicine", and enjoys government special allowance issued to him by China Department of State. Dr. Chen has published many books, research papers, and articles. He was the editor for the Journal of Traditional Chinese Medicine. Dr. Chen was nominated as a director because of his outstanding industry knowledge and reputation.

Mr. Youhang Peng. Mr. Peng has served as an independent Director since April 2010. From 2004 through 2010, Mr. Peng was the Senior Managing Director of Caybridge International, Inc., an investment advisory firm based in Dallas, Texas. Mr. Peng has more than 18 years of experience in and extensive knowledge of financial markets, having worked as a Quantitative Analyst and Derivatives Trader with Bankers Trust New York, Sakura Global Capital and HypoVereinsbank in the 1990s. Mr. Peng also worked as a treasury manager with Nokia. Mr. Peng holds a bachelor degree in electronics from Tsinghua University and a master degree in electrical engineering from University of California at Davis. Mr. Peng was nominated as an independent director because of his experience in capital markets.

Mr. Solomon Chen. Mr. Chen has served as an independent Director since April 2010. Since 2004, Mr. Chen has been audit manager of Deloitte Touche Tohmatsu CPA (Shenzhen). Mr. Chen holds a bachelor degree from Xiamen University. Mr. Chen is a Certified Public Accountant (China) and a Certified Tax Accountant (China). Mr. Chen serves as our Audit Committee financial expert. Mr. Chen was nominated as an independent director because of his experience in audit, accounting, internal control review, and transactional advisory experience in merger and acquisitions.

Table of ContentsIndex to Financial Statements**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the People's Republic of China, on the 23rd day of November, 2010.

TIBET PHARMACEUTICALS, INC.

/s/ TAYLOR Z. GUO

Taylor Z. Guo
Chief Executive Officer
(Principal Executive Officer)

Date: November 23, 2010

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Hong Yu	Chairman of the Board of Directors	November 23, 2010
/s/ TAYLOR Z. GUO _____ Taylor Z. Guo	Chief Executive Officer, Director (Principal Executive Officer)	November 23, 2010
/s/ SABRINA Y. REN _____ Sabrina Y. Ren	Chief Financial Officer (Principal Accounting and Financial Officer)	November 23, 2010
* _____ Dr. Wenbo Chen	Director	November 23, 2010
* _____ Youhang Peng	Director	November 23, 2010
* _____ Solomon Chen	Director	November 23, 2010
/s/ _____ Youhang Peng	Authorized Representative in the U.S.	November 23, 2010

*by: /s/ TAYLOR Z. GUO

Taylor Z. Guo, Atty in Fact
November 23, 2010

S-1/A 1 ds1a.htm AMENDMENT #9 TO FORM S-1

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As filed with the Securities and Exchange Commission on December 6, 2010

Registration No. 333-166854

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**PRE-EFFECTIVE AMENDMENT NO. 9
ON
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Tibet Pharmaceuticals, Inc.

(formerly Shangri-La Tibetan Pharmaceuticals, Inc.)
(Exact Name of Registrant as Specified in its Charter)

British Virgin Islands
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)

Not applicable
(I.R.S. Employer
Identification Number)

**Room 1701, 17/F
90 Jaffe Rd.
Wanchai, Hong Kong
(852) 9798 5569**
(Address, including zip code, and telephone number,
including area code, of principal executive offices)

**CT Corporation System
111 Eighth Avenue
New York, New York 10011
(800) 624-0909**
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies to:

**Bradley A. Haneberg, Esq.
Anthony W. Basch, Esq.
Christopher J. Mugel, Esq.
Kaufman & Canoles, P.C.
Three James Center, 1051 East Cary Street, 12th Floor
Richmond, Virginia 23219
(804) 771-5700 – telephone
(804) 771-5777 – facsimile**

**Richard I. Anslow, Esq.
Peter Visalli, Esq.
Anslow & Jaclin, LLP
195 Route 9 South, Suite 204
Manalapan, NJ 07726
(732) 409-1212 - telephone
(732) 577-1188 - facsimile**

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to such Section 8(a), may determine.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee
Common Shares ⁽²⁾	\$18,000,000	\$ —
Total ⁽³⁾	\$18,000,000	\$ 1,283.40 ⁽³⁾

⁽¹⁾ The registration fee for securities is based on an estimate of the aggregate offering price of the securities, assuming the sale of the securities at the midpoint of the high and low anticipated offering prices set forth in the prospectus, and such estimate is solely for the purpose of calculating the registration fee pursuant to Rule 457(a).

⁽²⁾ The stated figure assumes the issuance of a maximum of 3,000,000 common shares at an assumed price of \$6.00.

⁽³⁾ \$1,456.68 previously paid.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED DECEMBER 6, 2010



TIBET PHARMACEUTICALS, INC.

Minimum Offering: 2,500,000 Common Shares

Maximum Offering: 3,000,000 Common Shares

This is the initial public offering of Tibet Pharmaceuticals, Inc., a British Virgin Islands company. We are offering a minimum of 2,500,000 and a maximum of 3,000,000 our common shares. None of our officers, directors or affiliates may purchase shares in this offering.

We expect that the offering price will be between \$5.00 and \$7.00 per common share. No public market currently exists for our common shares. The offering price will be determined by the Placement Agent and the Company taking into account apparent demand for the common shares, financial market conditions, market conditions for the Company, and other considerations as deemed to be relevant. We have applied for approval for quotation on the NASDAQ Global Market under the symbol "TBET" for the common shares we are offering. We believe that upon the completion of the offering contemplated by this prospectus, we will meet the standards for listing on the NASDAQ Global Market.

Investing in these common shares involves significant risks. See "[Risk Factors](#)" beginning on page 11 of this prospectus.

	<u>Per Common Share</u>	<u>Minimum Offering</u>	<u>Maximum Offering</u>
Assumed public offering price	\$ 6.00	\$ 15,000,000	\$ 18,000,000
Placement discount	\$ 0.42	\$ 1,050,000	\$ 1,260,000
Proceeds to us, before expenses	\$ 5.58	\$ 13,950,000	\$ 16,740,000

We expect our total cash expenses for this offering to be approximately \$600,000, exclusive of the above commissions. In addition, we will pay the Placement Agent an accountable expense allowance of 1% of the amount of the offering, or \$180,000 (maximum offering) or \$150,000 (minimum offering). The Placement Agent must sell the minimum number of securities offered (2,500,000 common shares) if any are sold. The Placement Agent is required to use only its best efforts to sell the securities offered. The offering will terminate upon the earlier of: (i) a date mutually acceptable to us and our Placement Agent after which the minimum offering is sold or (ii) December 31, 2010. Until we sell at least 2,500,000 common shares, all investor funds will be held in an escrow account at SunTrust Bank, Richmond, Virginia. If we do not sell at least 2,500,000 common shares by December 31, 2010, all funds will be promptly returned to investors (within one business day) without interest or deduction. If we complete this offering, net proceeds will be delivered to our company on the closing date. We will not be able to use such proceeds in China, however, until we complete certain remittance procedures in China. If we complete this offering, then on the closing date, we will issue common shares to investors in the offering.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission

Table of Contents**Management****Directors and Executive Officers**

The following table sets forth our executive officers and directors, their ages and the positions held by them:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Appointed</u>
Mr. Hong Yu ⁽¹⁾	50	Chairman of the Board and Director	2010
Mr. Taylor Z. Guo ⁽¹⁾	38	Chief Executive Officer, Director	2010
Ms. Sabrina Y. Ren ⁽¹⁾	38	Chief Financial Officer	2010
Dr. Wenbo Chen ⁽¹⁾	74	Independent Director	2010
Mr. Youhang Peng ⁽¹⁾	48	Independent Director	2010
Mr. Solomon Chen ⁽¹⁾	33	Independent Director	2010

⁽¹⁾ The business address for each of Mr. Yu, Mr. Guo, Ms. Ren, Dr. Chen, Mr. Peng and Mr. Chen is: 53 Niwang Road, Shangri-La County, Yunnan Province, China

Mr. Hong Yu. Mr. Yu has served as the chair of our board of directors since April 2010. Mr. Yu is the founder of YSTP, and has also serves as the chairman of its board of directors and previously serves as its General Manager (roughly equivalent to Chief Executive Officer) from 2000 until mid-2009. Mr. Yu holds a MBA from Yunnan Finance and Trade Institute. Mr. Yu was nominated as a director for his knowledge with Tibetan culture and medicine and his leadership of our company.

Mr. Taylor Z. Guo. Mr. Guo has served as a director and our CEO since 2010; he also has served as the General Manager (or CEO) of YSTP since mid-2009. From 2004 to 2009, Mr. Guo was director of Bao-Wei Electronics Limited. Mr. Guo holds a bachelor degree from Dalian University of Technology and a MBA from University of Minnesota. Mr. Guo was nominated as a director because of his operating and management experience.

Ms. Sabrina Y. Ren has served as our Chief Financial Officer since 2010; she serves in the same position for YSTP. From 2000 through 2009, she worked for Yunnan Kangle Pharmaceuticals Co., Ltd. Ms. Ren holds a bachelor degree of Accounting from Henan Financial Institute. Ms. Ren has been retained because of her significant finance and accounting experience, especially in pharmaceutical companies.

Dr. Wenbo Chen. Dr. Chen has served as an independent Director since April 2010. Dr. Chen has been chairman and chief physician of Beijing Medical Center of Famous Physicians since 1993, professor of Beijing University of Chinese Medicine since 1990. Dr. Chen also serves as director of China Geriatric Association and director of Beijing Association of Chinese Medicine. From 1981 through 1998, Dr. Chen was dean and president of Beijing Gulou (Drum Tower) Hospital of Chinese Medicine. Dr. Chen is recognized as a national level expert in traditional Chinese medicine. He was awarded "China's 100 Top Doctors in Traditional Chinese Medicine", and enjoys government special allowance issued to him by China Department of State. Dr. Chen has published many books, research papers, and articles. He was the editor for the Journal of Traditional Chinese Medicine. Dr. Chen was nominated as a director because of his outstanding industry knowledge and reputation.

Mr. Youhang Peng. Mr. Peng has served as an independent Director since April 2010. From 2004 through 2010, Mr. Peng was the Senior Managing Director of Caybridge International, Inc., an investment advisory firm based in Dallas, Texas. Mr. Peng has more than 18 years of experience in and extensive knowledge of financial markets, having worked as a Quantitative Analyst and Derivatives Trader with Bankers Trust New York, Sakura Global Capital and HypoVereinsbank in the 1990s. Mr. Peng also worked as a treasury manager with Nokia. Mr. Peng holds a bachelor degree in electronics from Tsinghua University and a master degree in electrical engineering from University of California at Davis. Mr. Peng was nominated as an independent director because of his experience in capital markets.

Mr. Solomon Chen. Mr. Chen has served as an independent Director since April 2010. Since 2004, Mr. Chen has been audit manager of Deloitte Touche Tohmatsu CPA (Shenzhen). Mr. Chen holds a bachelor degree from Xiamen University. Mr. Chen is a Certified Public Accountant (China) and a Certified Tax Accountant (China). Mr. Chen serves as our Audit Committee financial expert. Mr. Chen was nominated as an independent director because of his experience in audit, accounting, internal control review, and transactional advisory experience in merger and acquisitions.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the People's Republic of China, on the 6th day of December, 2010.

TIBET PHARMACEUTICALS, INC.

/s/ TAYLOR Z. GUO

Taylor Z. Guo
Chief Executive Officer
(Principal Executive Officer)

Date: December 6, 2010

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____ * Hong Yu	Chairman of the Board of Directors	December 6, 2010
_____ /s/ TAYLOR Z. GUO Taylor Z. Guo	Chief Executive Officer, Director (Principal Executive Officer)	December 6, 2010
_____ /s/ SABRINA Y. REN Sabrina Y. Ren	Chief Financial Officer (Principal Accounting and Financial Officer)	December 6, 2010
_____ * Dr. Wenbo Chen	Director	December 6, 2010
_____ * Youhang Peng	Director	December 6, 2010
_____ * Solomon Chen	Director	December 6, 2010
_____ /s/ Youhang Peng	Authorized Representative in the U.S.	December 6, 2010

*by: _____
/s/ TAYLOR Z. GUO
Taylor Z. Guo, Atty in Fact
December 6, 2010